

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076

Expires: April 30, 2008 Estimated average burden

Prefix

hours per form.....1

SEC USE ONLY

Serial

DEC 2 7 2007	DATE RECEIVED
Name of Offering (Scheck if this is an amendment and name has changed, and indicate	change.)
Offering of Promissory Notes and Warrants to purchase Common Units	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506	
Type of Filing: New Filing □ Amendment	PROCESSED
A. BASIC IDENTIFICATION DATA	JAN 0 7 2008
1 Enter the information requested about the issuer	THOMSON
Name of Issuer (check if this is an amendment and name has changed, and indicate	change.) FINANCIAL
Paradigm Spine, LLC Address of Executive Offices (Number and Street, City, State, Zip Code)	Celephone Number (Including Area
	Code)
JUDITAL AVEILLE, 14th 1 1001, 11cm 10th, 11cm 10th 10022	212-583-9700
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
•	
Paradigm Spine is a provider of non-fusion spinal implant solutions.	
Type of Business Organization	
☐ business trust ☐ limited partnership, to be formed	ify): Limited Liability Company
Month Year	
Actual or Estimated Date of Incorporation or Organization: [0][9] [0][2]	Actual
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abl CN for Canada; FN for other foreign jurisdic	previation for State: etion) [D][E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION:

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A	RASIC	IDENTIFIC.	ATION	DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

 Each executive officer and director of corporate issuers and of corporate general and managing partners of
 - partnership issuers; and

 Each general and managing par 	tner of partnership issue	rs		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	⊠ Executive Officer	☑ Director	□ General
Full Name (Last name first, if individual) Viscogliosi, Marc				
Business or Residence Address (Number and 505 Park Avenue, 14th Floor, New Yor	Street, City, State, Zip Cod- k, New York 10022	e)		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	□ General
Full Name (Last name first, if individual) Steffee, Arthur				
Business or Residence Address (Number and 505 Park Avenue, 14th Floor, New Yor	Street, City, State, Zip Cod k, New York 10022	e)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General
Full Name (Last name first, if individual) Pastena, James				
Business or Residence Address (Number and 505 Park Avenue, 14th Floor, New Yor	Street, City, State, Zip Cod k, New York 10022	e)		
Check Box(es) that Apply: ☐ Promoter	□Beneficial Owner	☐ Executive Officer	☑ Director	☐ General
Full Name (Last name first, if individual) Moran, John				
Business or Residence Address (Number and 505 Park Avenue, 14th Floor, New York)	Street, City, State, Zip Cod rk, New York 10022	le)		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General
Full Name (Last name first, if individual) Lowery, Gary				
Business or Residence Address (Number and 505 Park Avenue, 14th Floor, New You	1 Street, City, State, Zip Coork, New York 10022	le)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☒ Executive Officer	☐ Director	☐ General
Full Name (Last name first, if individual) Eisen, Guntmar				
Business or Residence Address (Number and 505 Park Avenue, 14th Floor, New Yo	d Street, City, State, Zip Coork, New York 10022	de)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	ĭ Executive Officer	☐ Director	☐ General
Full Name (Last name first, if individual) Fechter, Douglas E.				
Business or Residence Address (Number and 505 Park Avenue, 14th Floor, New Yo	d Street, City, State, Zip Coork, New York 10022	de)		

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2.	What is	s the min			nat will be							\$:	50,000*
*Lesser	r amounts	may be	accepted i	in the sole	discretion	n of the is	suer and	placemer	nt agent.				
3.					ership of a					.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Yes ⊡	i No ☑ □
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for		
	exchange and already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold \$0
	Debt	\$ <u>0</u>	\$0 \$0
	Equity	\$ <u>0</u>	Φ <u>U</u>
	☐ Common ☐ Preferred	ቀለ	¢n
	Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
	Partnership Interests	\$ <u>0</u>	\$0
	Other: Promissory Notes with Warrants to Purchase Common Units	\$ <u>1,881,000</u> \$ <u>1,881,000</u>	\$ <u>1,881,000</u> \$ <u>1,881,000</u>
	Total	\ <u> </u>	
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount
		mvestors	Of Purchase
	Accredited Investors	23	\$ <u>1,881,000</u>
	Non-accredited Investors	0	\$ <u>0</u>
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	,	
	Type of offering	Type of Security	Dollar Amoun Sold
	Rule 505		\$
	Regulation A	_ 	\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$ <u>0</u>
	Printing and Engraving Costs		\$ <u>0</u>
	Legal Fees	X	\$ <u>125,000</u>
	Accounting Fees		\$ <u>0</u>
	Engineering Fees		\$ <u>0</u>
	Sales Commissions (specify finders' fees separately)	\boxtimes	\$ <u>112,860</u>
	Other Expenses	X	\$ <u>9,100</u>
	Total		\$ <u>246,960</u>
	Enter the differences between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>1,634,0</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Questions 4.b above.

	Officers, Directors, & Affiliates		Payments To Others
Salaries and fees Purchase of real estate	\$0 \$0	0	\$ <u>0</u> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	\$ <u>0</u> \$ <u>0</u>		\$ <u>0</u> \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$_0		\$ <u>0</u>
Repayment of indebtedness	\$ <u>0</u> \$ <u>0</u>	⊠	\$ <u>1,634,040</u>
Other (specify):	\$ <u>0</u> \$ 0		\$ <u>0</u> \$ 0
Column Totals	\$ 0	□ ⊠	\$ <u>1,634,040</u>

Payments to

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

Paradigm Spine, LLC

Name of Signer (Print or Type)

Marc Viscogliosi

Signature

Date

December 21, 2007

Title of Signer (Print or Type)

Chief Executive Officer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END